

# **Standard Foods Corporation**

## **Rules and Procedures of Shareholders' Meeting**

Adopted by Ordinary Resolution passed on June 18, 2014

1. Unless otherwise provided by relevant laws and regulations, the Company's Shareholders' Meeting (hereinafter referred to as "the Meeting") shall be conducted in accordance with the Rules and Procedures of Shareholders' Meeting (hereinafter referred to as "the Rules and Procedures").
2. The Company shall provide a sign-in book to allow attending shareholders to sign in or else attending shareholders may also submit the attendance card in lieu of signing in.  
The number of shares represented by attending shareholders shall be calculated in accordance with the sign-in book and submitted attendance cards, plus shares of those shareholders who exercise their voting rights electronically.
3. The attendance and voting of the Meeting shall be calculated based on shares of the Company.
4. The Meeting shall be held at the location of the Company or other venues convenient for shareholders' attendance and suitable for holding the Meeting. The Meeting shall not begin earlier than 09:00 a.m. or later than 03:00 p.m. of the day.  
Electronic transmission shall be listed as one of the channels for shareholders to exercise their voting power, of which the exercise method shall be described in the Meeting notice. Shareholders who exercise their voting power by way of electronic transmission shall be deemed to have attended the Meeting in person, but to have waived their voting power in respect of any extemporary motions or any amendments to or a substitute for the original proposals of the Meeting.
5. If the Meeting is convened by the Board of Directors, it shall be presided over by the Chairman of the Board. In the event that the Chairman of the

Board is on leave or unable to exercise his duties for some reason, the Vice Chairman shall act on his behalf. In case that there is no Vice Chairman in the Company or the Vice Chairman is also on leave or unable to exercise his duties for some reason, the Chairman of the Board shall designate one executive director to preside over the Meeting, or where there is no executive director in the Company, one of the directors shall be designated to preside over the Meeting. In the absence of such a designation by the Chairman, the executive directors or the directors shall elect one substitute from among themselves to preside over the Meeting.

6. The Company may appoint its designated counsels, CPAs, or other relevant personnel to attend the Meeting.  
Personnel handling affairs at the Meeting shall wear an identification card or a badge.
7. The whole process of the Meeting shall be audio recorded or videotaped from beginning to end, of which the files shall be kept for at least one (1) year.
8. The Chair of the Meeting shall call the Meeting to order at the scheduled time. Nevertheless, if the shares represented by the attending shareholders have not reached more than half of the total shares issued, the Chair may announce postponement of the Meeting. However, the postponement shall be limited to two (2) times and the Meeting shall not be postponed for more than one (1) hour in total. In case that after two postponements, the shares represented by the attending shareholders have not reached a quorum but have reached more than one third (1/3) of the total shares issued, tentative resolutions may be passed in accordance with the first Paragraph of Article 175 of the Company Act.  
In the event that the shares represented by the attending shareholders have reached more than half of the total share issued before the end of the Meeting, the Chair of the Meeting may resubmit previously passed tentative resolutions to the Meeting for voting in accordance with Article 174 of the Company Act.
9. In case that the Meeting is convened by the Board of Directors, the agenda of the Meeting shall be set up by the Board. The Meeting shall proceed in accordance with the agenda which may not be changed without a

resolution of the Meeting.

Except by a resolution of the Meeting, the Chair of the Meeting must not announce adjournment of the Meeting before completion of all scheduled items on the agenda (including provisional motions).

Once the Meeting is adjourned, the shareholders cannot designate another person as the Chair and continue the Meeting at the same venue or other places. Nevertheless, in the event that the Chair adjourns the Meeting in violation of the Rules and Procedures, the attending shareholders may designate, by agreement of a majority of votes, one person as the Chair to continue the Meeting.

10. In case that a shareholder wishes to make a speech at the Meeting, he/she shall fill out a speech note specified with summary of the speech, shareholder account number (or number of Attendance Card), and shareholder name. The sequence of speeches shall be decided by the Chair of the Meeting.

In case that a shareholder submits a speech note without actually making the speech, it is deemed that he/she does not make the speech at the Meeting. In the event that the content of the speech made by a shareholder is not consistent with that specified on the speech note, the confirmed content of the actual speech shall prevail.

Unless with the consent of the Chair of the Meeting and the shareholder making the speech, other shareholders must not interrupt the speech of the shareholder, otherwise the Chair of the Meeting shall stop such interruption.

11. Unless with the consent of the Chair of the Meeting, each shareholder shall not make a speech on the same discussion item more than two (2) times and each time shall not exceed five (5) minutes.

In the event that the speech of a shareholder violates the rules as described in the preceding paragraph or exceeds the scope of the discussion item, the Chair of the Meeting may stop the speech of such shareholder.

12. In case that a corporation is entrusted to attend the Meeting, only one (1) representative from the corporation shall be appointed to attend the Meeting.

In the event that a corporate shareholder designates two (2) or more

representatives to attend the Meeting, only one (1) representative can make a speech on the same discussion item.

13. After the speech of an attending shareholder, the Chair of the Meeting may respond in person or appoint an appropriate person to respond.
14. In case that the Chair of the Meeting deems it appropriate to put a proposed resolution to the vote, the Chair may declare an end to discussion and put it to the vote.
15. The ballot examiners and vote counters in voting on proposed resolutions shall be appointed by the Chair of the Meeting. Nevertheless, the ballot examiners must be shareholders of the Company. The results of voting shall be announced on the spot and recorded in the minutes of the Meeting.
16. During the Meeting, the Chair may, at his own discretion, set time for intermission.
17. Unless otherwise specified in the Company Act and the Articles of Incorporation, a resolution shall be adopted by a majority of votes represented by the attending shareholders at the Meeting. When voting on proposal, the proposed case is deemed adopted if there is no objection when consulted by the Chair of the Meeting and its effect is the same as vote by ballot.
18. In case that there is an amendment or a substitute for a proposed resolution, the Chair of the Meeting shall decide the order of voting for the original case and the amendment or the substitute. If any one of the above is passed, the other shall be deemed vetoed and no further voting is necessary.
19. The Chair of the Meeting may direct disciplinary or security personnel to maintain the order of the Meeting. When doing so, they shall wear a badge marked "Disciplinary Officer" for identification purpose.
20. The Rules and Procedures shall become effective after approval by the Meeting. The same applies in the case of an amendment.